

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Fieldwood Energy Inc.

2. All other names debtor used in the last 8 years Fieldwood Managing Member LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 46-1694991

| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business |
|---------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| | <div>2000 W. Sam Houston Pkwy. S.</div> <div>Number Street</div> | <div>Number Street</div> |
| | <div>Suite 1200</div> | <div>P.O. Box</div> |
| | <div>Houston TX 77042</div> <div>City State ZIP Code</div> | <div>City State ZIP Code</div> |
| | <div>Harris</div> <div>County</div> | <div>Location of principal assets, if different from principal place of business</div> |
| | | <div>Number Street</div> |
| | | <div>City State ZIP Code</div> |

5. Debtor's website (URL) www.fieldwoodenergy.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Fieldwood Energy Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax- exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
5511 – Management of Companies and Enterprises

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☐ No

☒ Yes District S.D. Tex. When 02/15/2018 Case number 18-30650 (DRJ)
MM/ DD/ YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD/ YYYY

Debtor Fieldwood Energy Inc.
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ YesDebtor See Schedule 1Relationship AffiliatesDistrict S.D. Tex.When 08/03/2020

Case number, if known _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____**Where is the property?**

Number _____

Street _____

City _____

State _____

ZIP Code _____

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact Name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis with all affiliated debtors)☐ 1-49☐ 1,000-5,000☐ 25,001-50,000☐ 50-99☒ 5,001-10,000☐ 50,001-100,000☐ 100-199☐ 10,001-25,000☐ More than 100,000☐ 200-999

Debtor Fieldwood Energy Inc. Case number (if known) _____
 Name

| | | | |
|----------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------|
| 15. Estimated assets (on a consolidated basis with all affiliated debtors) | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
| 16. Estimated liabilities (on a consolidated basis with all affiliated debtors) | <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| | <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| | <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| | <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/03/2020
 MM / DD / YYYY

x /s/ Mike Dane Mike Dane
 Signature of authorized representative of debtor Printed name
Senior Vice President and Chief Financial Officer
 Title

18. Signature of attorney

x /s/ Alfredo R. Pérez Date 08/03/2020
 Signature of attorney for debtor MM / DD / YYYY
Alfredo R. Pérez Matthew S. Barr
 Printed Name
Weil, Gotshal & Manges LLP Weil, Gotshal & Manges LLP
 Firm Name
700 Louisiana, Suite 1700 767 Fifth Avenue
 Address
Houston, Texas 77002 New York, New York 10153
 City/State/Zip
(713) 546-5000 (212) 310-8000
 Contact Phone
alfredo.perez@weil.com matt.barr@weil.com
 Email Address
15776275 Texas
 Bar Number State

Schedule 1**Pending Bankruptcy Cases Filed by Debtor and Affiliates of Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas.

| COMPANY |
|------------------------------------|
| Dynamic Offshore Resources NS, LLC |
| Fieldwood Energy LLC |
| Fieldwood Energy Inc. |
| Fieldwood Energy Offshore LLC |
| Fieldwood Onshore LLC |
| Fieldwood SD Offshore LLC |
| Fieldwood Offshore LLC |
| FW GOM Pipeline, Inc. |
| GOM Shelf LLC |
| Bandon Oil and Gas GP, LLC |
| Bandon Oil and Gas, LP |
| Fieldwood Energy SP LLC |
| Galveston Bay Pipeline LLC |
| Galveston Bay Processing LLC |

CERTIFICATE OF RESOLUTIONS

August 3, 2020

The undersigned, Thomas R. Lamme, Secretary of Fieldwood Energy Inc., a Delaware corporation (the “**Company**”), hereby certifies as follows:

- A. I am a duly qualified and elected officer of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company;
- B. Attached hereto as Exhibit “A” is a true, complete and correct copy of the Resolutions adopted by the Board of Directors of the Company in accordance with the Certificate of Incorporation of the Company, as Amended and Restated, and the Bylaws of the Company, as Amended and Restated; and
- C. Such Resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other subsequent resolutions relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.

DocuSigned by:



AC9E4974823F48E...

Thomas R. Lamme
Secretary

**RESOLUTION BY THE
BOARD OF DIRECTORS OF
FIELDWOOD ENERGY INC.**

WHEREAS, the board of directors (the “**Board**”) of Fieldwood Energy Inc., a Delaware corporation (the “**Company**”), has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses; and

WHEREAS, the Board has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic alternatives available to the Company; and

WHEREAS, the Board believes that commencing a Chapter 11 Case (as defined below) and taking the actions set forth below are in the best interests of the Company and, therefore, desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined, after due consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and be it further

RESOLVED, that any officer or director of the Company (each, an “**Authorized Officer**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, statements, motions, lists, applications, pleadings, orders, and other documents in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer, who may act without the joinder of any other Authorized Officer, deems necessary, proper, or desirable in connection with the Company’s chapter 11 case (the “**Chapter 11 Case**”), including, without limitation, continuing to use cash in the ordinary course and negotiating, executing, delivering, and performing any and all documents, agreements, certificates, and/or instruments in connection with the transactions and professional retentions set forth in this resolution, with a view to the successful prosecution of such Chapter 11 Case; and be it further

II. Retention of Advisors

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, located at 767 Fifth Avenue, New York, New York 10153, is hereby retained as attorneys for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that AlixPartners, LLP, located at 1221 McKinney Street, Suite 3275, Houston, Texas 77010, is hereby retained as financial advisor for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Houlihan Lokey Inc., located 245 Park Avenue, 20th Floor, New York, New York 10167, is hereby retained as investment banker for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Prime Clerk LLC, located at 830 Third Avenue, 9th Floor, New York, New York 10022, is hereby retained as claims, noticing and solicitation agent for the Company in its Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

III. Restructuring Support Agreement

WHEREAS, it is contemplated that the Company and certain of its subsidiaries, enter into a Restructuring Support Agreement in substantially the form previously provided to the Board (the “**RSA**”);

WHEREAS, it is contemplated that the Company and its subsidiaries will implement a financial restructuring (the “**Restructuring**”) on substantially the terms set forth in the RSA, the Restructuring Term Sheet attached thereto as Exhibit A (the “**RSA Term Sheet**”), the DIP Term Sheet (as defined below) and the Apache Term Sheet (as defined therein, and previously approved by the Board); and

WHEREAS, the Board, having considered the terms of the RSA, the RSA Term Sheet, the DIP Term Sheet and the Apache Term Sheet and having consulted with the Company’s management and having received and considered advice from the Company’s legal and financial advisors, deems it advisable and in the best interests of the Company for the Company and its applicable subsidiaries to enter into the RSA.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the RSA (including the RSA Term Sheet, the DIP Term Sheet and the Apache Term Sheet), substantially in the form presented to the Board, and the execution, delivery and performance thereof and the consummation of the transactions contemplated thereunder by the Company and its subsidiaries are hereby authorized, approved and declared advisable and in the best interest of the Company, with such changes therein and additions thereto as any Authorized Officer, who may act without the joinder of any other Authorized Officer, executing the same may in such Authorized Officer’s discretion deem necessary or appropriate, it being acknowledged that the execution of the RSA shall be conclusive evidence of the approval thereof; and be it further

RESOLVED, that any Authorized Officer, who may act without the joinder of any other Authorized Person, is hereby authorized to execute and deliver any amendments, supplements, modifications, restatements, waivers, substitutions, and extensions of the RSA.

IV. Debtor-in-Possession Financing

RESOLVED, that in connection with the Chapter 11 Case, it is in the best interests of the Company (i) to guarantee the obligations of its indirect and wholly-owned subsidiary, Fieldwood Energy LLC, a Delaware limited liability company (the “**DIP Facility Borrower**”) under the DIP Facility Agreement (as defined below), and (ii) to consummate the transactions under that certain multiple- draw senior secured debtor-in-possession term loan credit facility in an aggregate principal amount of up to \$100,000,000 substantially on the terms and conditions set forth in the DIP Term Sheet as attached to the RSA Term Sheet (the “**DIP Term Sheet**”) and to be evidenced by a secured debtor-in-possession credit agreement, by and among, the DIP Facility Borrower and the other companies party thereto, as guarantors (the “**Guarantors**”), the lenders from time to time party thereto (the “**Lenders**”), and Cantor Fitzgerald Securities, as administrative agent and collateral agent for the Lenders (in such capacity and together with

its successors, the “**Agent**”) (together with the Exhibits and Schedules annexed thereto, the “**DIP Credit Agreement**”; capitalized terms used in this section with respect to debtor-in-possession financing and not otherwise defined herein shall have the meanings ascribed to such terms in the DIP Credit Agreement) in each case subject to approval by the Bankruptcy Court, which is necessary and appropriate to the conduct of the business of the Company (the “**Debtor-in-Possession Financing**”); and be it further

RESOLVED, that the execution and delivery of the DIP Credit Agreement by the Company and the consummation by the Company of the transactions contemplated thereunder, including (i) the guaranty of the DIP Facility Borrower’s obligations under the DIP Credit Agreement as provided in any guaranty, (ii) the grant of a security interest in and liens upon substantially all of the Company’s assets in favor of the secured parties (including the authorization of financing statements in connection with liens) and (iii) the execution, delivery and performance of all other agreements, instruments, documents, notices or certificates constituting exhibits to the DIP Credit Agreement or that may be required, necessary, appropriate, desirable or advisable to be executed or delivered pursuant to the DIP Credit Agreement or otherwise related thereto, including interest rate or currency hedging arrangements (each a “**DIP Financing Document**” and collectively, the “**DIP Financing Documents**”), the making of the representations and warranties and compliance with the covenants thereunder and the assumption of any obligations under and in respect of any of the foregoing, are hereby authorized and approved in all respects, and that any Authorized Officer, who may act without the joinder of any other Authorized Officer, is hereby severally authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the DIP Credit Agreement and any other DIP Financing Document to which the Company is a party, with such changes therein and additions thereto as any such Authorized Officer, in his or her sole discretion, may deem necessary, convenient, appropriate, advisable or desirable, the execution and delivery of the Dip Credit Agreement and such DIP Financing Document with any changes thereto by the relevant Authorized Officer, to be conclusive evidence that such Authorized Officer deemed such changes to meet such standard; and be it further

RESOLVED, that the form, terms and provisions of each of (i) the DIP Term Sheet, the DIP Credit Agreement, including the use of proceeds to provide liquidity for the DIP Facility Borrower and the Guarantors, as applicable, throughout the Chapter 11 Case, substantially in the form presented to the Board and (ii) any and all of the other agreements, including, without limitation, any guarantee and security agreement, letters, notices, certificates, documents and instruments authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the Debtor-in-Possession Financing and the performance of obligations thereunder, including the borrowings and guarantees contemplated thereunder, are hereby, in all respects confirmed, ratified and approved; and be it further

RESOLVED, that each Authorized Officer of the Company, who may act without the joinder of any other Authorized Officer, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the DIP Credit Agreement and any other DIP Financing Document, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments and certificates as may be required by the Agent or required by the DIP Credit Agreement and any other DIP Financing Documents; and be it further

RESOLVED, that the Company be, and hereby is, authorized to incur the obligations and to undertake any and all related transactions contemplated under the DIP Credit Agreement and any other DIP Financing Document including the granting of security thereunder; and be it further

RESOLVED, that each Authorized Officer of the Company, who may act without the joinder of any other Authorized Officer, is hereby authorized to grant security interests in, and liens on, any and all property (including oil and gas properties and other real property) of the Company as collateral

pursuant to the DIP Credit Agreement and any other DIP Financing Document to secure all of the obligations and liabilities of the Company thereunder to the Lenders and the Agent, and to authorize, execute, verify, file and/or deliver to the Agent, on behalf of the Company, all agreements, documents and instruments required by the Lenders in connection with the foregoing; and be it further

RESOLVED, that each Authorized Officer of the Company, who may act without the joinder of any other Authorized Officer, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Credit Agreement and any other DIP Financing Document, which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable to perform the Company's obligations under or in connection with the DIP Credit Agreement or any other DIP Financing Document and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

RESOLVED, that each Authorized Officer of the Company, who may act without the joinder of any other Authorized Officer, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement and/or any of the DIP Financing Documents which shall, in such Authorized Officer's sole judgment, be necessary, proper or advisable; and be it further

V. Ratification

RESOLVED, that any Authorized Officer, who may act without the joinder of any other Authorized Officer, is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of any Authorized Officer, who may act without the joinder of any other Authorized Officer, shall be or become necessary, proper, or desirable in connection with the Chapter 11 Case; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

RESOLVED, that the Secretary of the Company is authorized to place a copy of this consent in the official records of the Company to document the actions set forth herein as actions taken by the Board.

VI. Subsidiary Actions

RESOLVED, that the Board hereby authorizes and instructs the governing bodies of each of the Company's subsidiaries to adopt substantially similar resolutions to the resolutions set forth above.

Fill in this information to identify the case:

Debtor name: Fieldwood Energy Inc.
 United States Bankruptcy Court for the: Southern District of Texas
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 Oceaneering International Inc. Attn.: Roderick A. Larson, President and Chief Executive Officer Oceaneering International Inc. 11911 FM 529 Houston, TX 77041 | Attn.: Roderick A. Larson, President and Chief Executive Officer Phone: (985) 329-3900 Fax: (985) 329-3901 Email: usremittancesoi@oceaneering.com | Trade Debt | C, U, D | | | \$13,860,073.00 |
| 2 Atlantic Maritime Services Inc. Attn.: President or General Counsel 5847 San Felipe, Suite 3500 Houston, TX 77057 | Attn.: President or General Counsel Phone: (281) 809-0377 Email: eren.demet@valaris.com | Trade Debt | C, U, D | | | \$13,539,719.00 |
| 3 SUBSEA 7 US LLC Attn.: John Evans, CEO 17220 Katy Freeway, Suite 100 Houston, TX 77094 | Attn.: John Evans, CEO Phone: (713) 430-1100 Phone: (713) 300-6573 Fax: (713) 461-0039 Email: denia.espinoza@subsea7.com | Trade Debt | C, U, D | | | \$10,869,562.00 |
| 4 Kilgore Marine Services Inc. Attn.: President or General Counsel 200 Beaulieu Drive, Bldg. 8 Lafayette, LA 70508 | Attn.: President or General Counsel Phone: (337) 988-5551 Fax: (337) 988-5559 Email: connie@kilgoremarmarine.com | Trade Debt | C, U, D | | | \$7,903,718.00 |
| 5 XTO Energy Inc. Attn.: Bart Chair, President 22777 Springoods Village Pkwy Spring, TX 77389-1425 | Attn.: Bart Chair, President Phone: (817) 885-2292 Fax: (817) 870-1671 Email: jib_inquiry@xtoenergy.com | Joint Interest Billing | C, U, D | | | \$7,821,513.00 |
| 6 Alliant Insurance Services, Inc. Attn.: Thomas W. Corbett, Chairman and Chief Executive Officer 701 B Street, 6th Floor San Diego, CA 92101 | Attn.: Thomas W. Corbett, Chairman and Chief Executive Officer Phone: (619) 238-1828 Fax: (949) 756-2713 Email: dkelly@alliant.com | Insurance | C, U, D | | | \$7,428,620.00 |
| 7 Tetra Applied Technologies, Inc. Attn.: Brad M. Murphy, President and Chief Executive Officer 24955 I-45 North The Woodlands, TX 77380 | Attn.: Brad M. Murphy, President and Chief Executive Officer Phone: (281) 364-4324 Phone: (281) 367-1983 Fax: (281) 364-4398 Email: remit@tetrathec.com | Trade Debt | C, U, D | | | \$5,582,780.00 |

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 8 Island Operating Company Inc. Attn.: General Counsel 108 Zachary Dr. Scott, LA 70583 | Attn.: General Counsel Phone: (337) 233-9594 Fax: (337) 235-9657 Email: wthibodeaux@islandoperating.com | Trade Debt | C, U, D | | | \$4,846,155.00 |
| 9 OneSubsea LLC Attn.: Oliver le Peuch, CEO 4646 W. Sam Houston Parkway N Houston, TX 77041 | Attn.: Oliver le Peuch, CEO Phone: (713) 939-2211 Fax: (281) 285-1927 Email: camcanar@slb.com | Trade Debt | C, U, D | | | \$4,428,425.00 |
| 10 Anadarko US Offshore LLC Attn.: Vicki Hollub, President and Chief Executive Officer 1201 Lake Robbins Dr. The Woodlands, TX 77380 | Attn.: Vicki Hollub, President and Chief Executive Officer Phone: (800) 359-1692 Phone: (832) 636-1000 Fax: (832) 636-0352 Email: crm.jib@anadarko.com | Joint Interest Billing | C, U, D | | | \$3,981,853.00 |
| 11 Workstrings International, LLC Attn.: President or General Counsel 1150 SMEDE Hwy. Broussard, LA 70518 | Attn.: President or General Counsel Phone: (337) 989-9675 Fax: (337) 492-0012 Email: ron.comeaux@workstrings.com | Trade Debt | C, U, D | | | \$3,273,601.00 |
| 12 Halliburton Energy Services Attn.: Jeff Miller, Chairman, President and Chief Executive Officer 3000 North Sam Houston Parkway East Houston, TX 77032 | Attn.: Jeff Miller, Chairman, President and Chief Executive Officer Phone: (800) 444-7830 Phone: (281) 871-4000 Fax: (281) 871-6450 Email: fdunarach@halliburton.com | Trade Debt | C, U, D | | | \$3,212,212.00 |
| 13 Schlumberger Technology Corporation Attn.: Oliver le Peuch, CEO 1200 Enclave Parkway Houston, TX 77077 | Attn.: Oliver le Peuch, CEO Phone: (504) 851-1074 Phone: (713) 513-2000 Fax: (281) 285-1927 Email: namremittance@slb.com | Trade Debt | C, U, D | | | \$2,846,935.00 |
| 14 Baker Hughes Oilfield Operations Inc. Attn.: Lorenzo Simonelli, Chairman and Chief Executive Officer 17021 Aldine Westfield Houston, TX 77073-5101 | Attn.: Lorenzo Simonelli, Chairman and Chief Executive Officer Phone: (713) 879-1889 Phone: (713) 439-8600 Fax: (713) 439-8699 Email: arcccashapplication@bakerhughes.com | Trade Debt | C, U, D | | | \$2,644,179.00 |
| 15 Linear Controls Inc. Attn.: President or General Counsel 107 1/2 Commission Blvd. Lafayette, LA 70508 | Attn.: President or General Counsel Phone: (337) 857-8215 Fax: (337) 837-2121 Email: payments@linearcontrols.net | Trade Debt | C, U, D | | | \$2,516,172.00 |
| 16 Wood Group PSN Inc. Attn.: Robin Watson, CEO 17325 Park Row Houston, TX 77084 | Attn.: Robin Watson, CEO Phone: (337) 234-0100 Fax: (337) 234-0193 Email: remittance.usfsc@woodgroup.com | Trade Debt | C, U, D | | | \$2,390,515.00 |
| 17 W&T Offshore Inc. Attn.: Tracy W. Krohn, CEO Nine Greenway Plaza, Suite 300 Houston, TX 77046 | Attn.: Tracy W. Krohn, CEO Phone: (713) 626-8525 Fax: (713) 626-8527 Email: rstanley@wtoffshore.com | Joint Interest Billing | C, U, D | | | \$2,382,217.00 |

| 18 | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 18 | Fluid Crane & Construction Inc. Attn.: President or General Counsel 5411 Hwy 90 E New Iberia, LA 70560 | Attn.: President or General Counsel Phone: (337) 364-6191 Fax: (337) 364-0410 Email: jrenard@fluidcrane.com | Trade Debt | C, U, D | | | \$2,204,929.00 |
| 19 | Offshore Energy Services, Inc. Attn.: General Counsel 5900 US Hwy 90 E Broussard, LA 70518 | Attn.: Steve Roussel, Executive Vice President Phone: (337) 837-1024 Fax: (337) 837-3627 Email: knorris@offshorees.com | Trade Debt | C, U, D | | | \$2,187,316.00 |
| 20 | Gate Attn.: Grant Gibson, CEO 16360 Park Ten Place, Suite 206 Houston, TX 77084 | Attn.: Grant Gibson, CEO Phone: (713) 303-5169 Phone: (281) 398-5781 Fax: (775) 618-6902 Email: mmyhre@gateinc.com | Trade Debt | C, U, D | | | \$2,167,941.00 |
| 21 | Prime Tank LLC Attn.: General Counsel 1253 Petroleum Parkway Broussard, LA 70518 | Attn.: President or General Counsel Phone: (888) 837-5888 Fax: (337) 256-8861 Email: markbelanger@primetankllc.com | Trade Debt | C, U, D | | | \$2,062,800.00 |
| 22 | Acadian Contractors Inc. Attn.: General Counsel 17102 West LA Hwy 330 Abbeville, LA 70511-1608 | Attn.: Troy Blanchard, Vice President Phone: (337) 893-6397 Fax: (337) 893-6403 Email: troyb@acadiancontractors.com | Trade Debt | C, U, D | | | \$1,970,106.00 |
| 23 | Superior Energy Services LLC Completion Services, Attn.: Donald Dunlap, President and Chief Executive Officer 16619 Aldine Westfield Houston, TX 77032 | Attn.: Donald Dunlap, President and Chief Executive Officer Phone: (337) 837-6047 Phone: (281) 784-5700 Fax: (281) 784-5745 Email: laf.accountsreceivable@superior-energy.com | Trade Debt | C, U, D | | | \$1,935,681.00 |
| 24 | Solar Turbines Incorporated Attn.: President or General Counsel 13105 NW Freeway Houston, TX 77040 | Attn.: President or General Counsel Phone: (858) 292-3151 Fax: (858) 694-6891 Email: t3_solar_accounts_receivable@solar-turbines.com | Trade Debt | C, U, D | | | \$1,868,725.00 |
| 25 | FMC Technologies Inc. Attn.: Douglas J. Pferdehirt, Chairman and Chief Executive Officer 11740 Katy Freeway Houston, TX 77079 | Attn.: Douglas J. Pferdehirt, Chairman and Chief Executive Officer Phone: (281)-591-4000 Fax: (337) 837-5844 Email: fmcar@fmcti.com | Trade Debt | C, U, D | | | \$1,744,565.00 |
| 26 | Gulf Crane Services, Inc. Attn.: Charles Bollinger, CEO 73413 Bollfield Dr. Covington, LA 70434 | Attn.: Charles Bollinger, CEO Phone: (985) 892-0056 Fax: (985) 892-4061 Email: ashleysclafini@gulfbank.com | Trade Debt | C, U, D | | | \$1,666,920.00 |
| 27 | Warrior Energy Services Corporation Attn.: Mark Poche, VP Gulf Coast Region 5801 Highway 90 E Broussard, LA 70518 | Attn.: Mark Poche, VP Gulf Coast Region Phone: (337) 714-2556 Fax: (337) 714-0010 Email: mpche@bwwc.com | Trade Debt | C, U, D | | | \$1,655,817.00 |

| Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 28 Clariant Corporation Attn.: President or General Counsel 4000 Monroe Road Charlotte, NC 28205 | Attn.: President or General Counsel Phone: (704) 331-7000 Fax: (704) 377-1063 Email: oilservices.gom@clariant.com | Trade Debt | C, U, D | | | \$1,648,849.00 |
| 29 Aker Solutions Inc. Attn.: Luis Arujo, CEO 2103 Citywest Blvd., Suite 800 Houston, TX 77042 | Attn.: Luis Arujo, CEO Phone: (713) 685-5700 Fax: (713) 685-5712 Email: musa.hussain@akersolutions.com | Trade Debt | C, U, D | | | \$1,297,230.00 |
| 30 Trendsetter Engineering Inc. Attn: General Counsel 10430 Rodgers Rd. Houston, TX 77070 | Attn: General Counsel Phone: (281) 465-8858 Email: p.orcutt@trendsetterengineering.com | Trade Debt | C, U, D | | | \$1,249,521.00 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|-------------------------------|---|-----------------------------------------|
| | § | |
| | § | |
| In re: | § | Chapter 11 |
| | § | |
| FIELDWOOD ENERGY INC., | § | Case No. 20-_____ (___) |
| | § | |
| Debtor. | § | (Joint Administration Requested) |
| | § | |
| | § | |

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007(a)(1) AND 7007.1**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in Fieldwood Energy LLC (“**Fieldwood Energy**”) and its affiliated debtors (the “**Affiliated Debtors**”), as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”). Fieldwood Energy, on behalf of itself and the Affiliated Debtors, respectfully represents as follows:

1. Each Debtor listed in **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
2. Fieldwood Energy Inc. (“**Parent**”) is the ultimate parent company of each of the Affiliated Debtors and, directly or indirectly, owns 100% of the equity interests in each of the Affiliated Debtors.
3. The following entities own, directly or indirectly, 10% or more of Parents’ equity interests:
 - a. Certain funds sponsored by or affiliated with Riverstone Holdings LLC collectively own approximately 49% of Parent’s common stock (the “**Common Stock**”).
 - b. Certain funds sponsored by or affiliated with Bardin Hill Investment Partners LP collectively own approximately 12% of the Common Stock.

- c. Certain funds sponsored by or affiliated with Mudrick Capital Management LP collectively own approximately 11% of the Common Stock.
- 4. To the best of the Debtors' knowledge and belief, no other corporation owns 10% or more of the equity interests of Parent.

Exhibit A

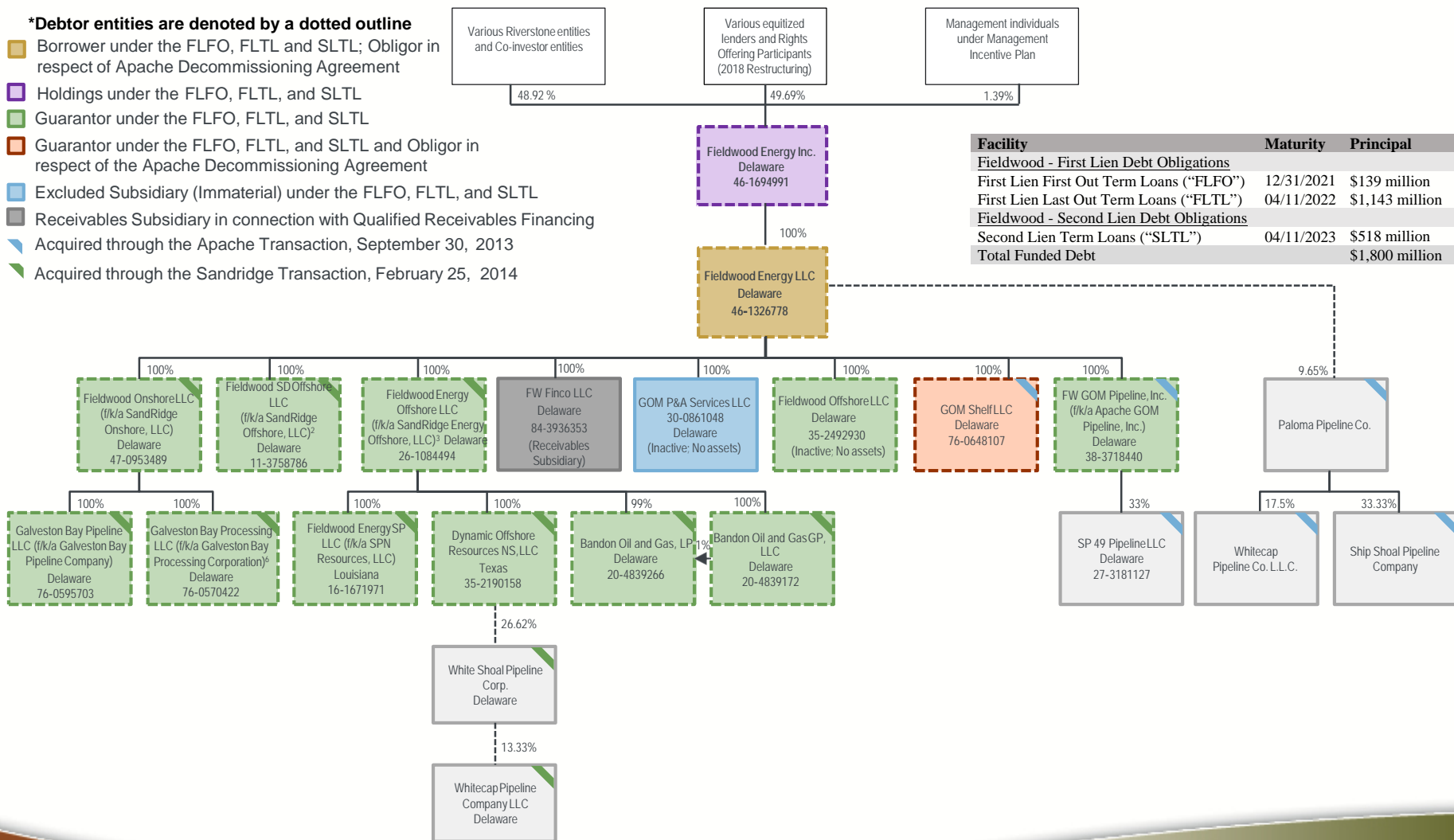
Organizational Chart

Fieldwood Energy Organization Chart – Debt Overlay

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***Debtor entities are denoted by a dotted outline**

- Borrower under the FLFO, FLTL and SLTL; Obligor in respect of Apache Decommissioning Agreement
- Holdings under the FLFO, FLTL, and SLTL
- Guarantor under the FLFO, FLTL, and SLTL
- Guarantor under the FLFO, FLTL, and SLTL and Obligor in respect of the Apache Decommissioning Agreement
- Excluded Subsidiary (Immaterial) under the FLFO, FLTL, and SLTL
- Receivables Subsidiary in connection with Qualified Receivables Financing
- ▶ Acquired through the Apache Transaction, September 30, 2013
- ▶ Acquired through the Sandridge Transaction, February 25, 2014



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|-------------------------------------------------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------|
| In re: FIELDWOOD ENERGY INC., <p style="text-align: center;">Debtor.</p> | § § § § § § § § § | Chapter 11 Case No. 20-_____ (___) (Joint Administration Requested) |
|-------------------------------------------------------------------------------------------------------------|-------------------------------------------|--------------------------------------------------------------------------------------------------------|

LIST OF EQUITY SECURITY HOLDERS¹

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct or indirect ownership interest of the above- captioned debtor in possession (the “**Debtor**”).

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| ACIS CLO 2013-1, Ltd. Attn: Hunter Covitz 300 Crescent Court, Suite 700 Dallas, TX 75201 | Common Shares | 8,642 |
| ACIS CLO 2014-3, Ltd Attn: Hunter Covitz 300 Crescent Court, Suite 700 Dallas, TX 75201 | Common Shares | 8,641 |
| ACIS CLO 2014-4, Ltd Attn: Hunter Covitz 300 Crescent Court, Suite 700 Dallas, TX 75201 | Common Shares | 9,214 |
| ACIS CLO 2014-5, Ltd Attn: Hunter Covitz 300 Crescent Court, Suite 700 Dallas, TX 75201 | Common Shares | 9,248 |

¹ All equity positions listed are as of July 28, 2020. Address information for individual holders has been redacted to maintain confidentiality.

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| AGF Floating Rate Income Fund c/o Eaton Vance Management 2 International Place, 9th Floor Boston, MA 02110 | Common Shares | 2,481 |
| Arrowood Indemnity Co as Admin of Pension Plan of Arrowood Indemnity Co. 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 3,211 |
| Arrowood Indemnity Company Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC28202 | Common Shares | 10,931 |
| Ascension Alpha Fund LLC 477 Madison Avenue, 9th Floor c/o Matt Seltzer New York, NY 10022 | Common Shares | 301,288 |
| Ascension Alpha Fund LLC c/o Halcyon Asset Management LP 477 Madison Avenue, 8th Floor New York, NY 10022 | Common Shares | 5,370 |
| Ascension Alpha Fund, LLC c/o Halcyon Loan Management LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 40,706 |
| Ascension Health Master Pension Trust c/o Halcyon Loan Management LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 70,575 |
| AZL Blackrock Global Allocation Fund Attn: Ariana Berry 1 Univ. Square Dr. Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 3,485 |
| Baloise Senior Secured Loan Fund I Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 34,420 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Barclays Capital Inc. 745 Seventh Avenue New York, NY 10019 | Common Shares | 19,332 |
| Barings Corporate Investors Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 19,599 |
| Barings Global Credit Income Opp. Fund A Series of Barings Funds TR 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 15,071 |
| Barings Global Credit Income Opportunities Fund 550 S. Tryon Street, Suite 3300 Charlotte, NC 28202 | Common Shares | 3,698 |
| Barings Global Floating Rate Fund Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 6,469 |
| Barings Global Floating Rate Fund, a Series of Barings Funds Trust 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 26,364 |
| Barings Global High Yield Credit Strategies Limited 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 169,707 |
| Barings Global Loan and High Yield Bond Limited 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 37,549 |
| Barings Global Loan Limited Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 638,225 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Barings Global Multi-Credit Strategy 2 Limited 300 S. Tryon Street, Suite 2500 Charlotte NC 28202 | Common Shares | 28,391 |
| Barings Global Short Duration High Yield Fund 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 167,574 |
| Barings Global Special Situations Credit 3 S.A.R.L. 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 117,175 |
| Barings Global Special Situations Credit 3 S.A.R.L. 80 Route D Esch L 1470 Luxemborg London | Common Shares | 20,359 |
| Barings U.S. High Yield Bond Fund 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 15,000 |
| Barings U.S. High Yield Fund, A Series of Barings Funds Trust 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 4,100 |
| Barings US High Yield Fund Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 1,006 |
| Barings US Loan Fund 70 Sir John Rogerson Quay Dublin 2 Ireland 300 S Tryon, Suite 2500 Attn: Barings LLC Charlotte, NC 28202 | Common Shares | 176,137 |
| Baycity Alternative Investment Funds SICAV-SIF- Baycity US Senior Loan Fund 47-49 Avenue John F. Kennedy Luxembourg Luxembourg L-1855 00000 | Common Shares | 6,180 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Baycity Alternative Investment Funds SICAV-SIF-BAYCITY US Senior Loan Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 1,352 |
| Baycity Senior Loan Master Fund, Ltd. c/o Intertrust Corp Serv. (Cayman) Ltd 190 Elgin Avenue George Town Grand Cayman Cayman Islands KY1-9 | Common Shares | 3,657 |
| Baycity Senior Loan Master Fund, Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 925 |
| BCGSS 2 S.A.R.L. Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 438,957 |
| BCM 2014-I ETB, Inc. c/o Barings LLC Attn: Bryan High 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 11,634 |
| BCM 2014-II ETB, Inc. c/o Barings LLC Attn: Bryan High 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 5,817 |
| BCM 2015-I ETB, Inc. c/o Barings LLC Attn: Bryan High 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 3,699 |
| Blackrock Global Allocation Collective Fund 1 Univ. Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 3,586 |
| Blackrock Global Allocation Collective Fund c/o Blackrock Advisors LLC 1 University Square Princeton, NJ 08540 | Common Shares | 20,418 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Blackrock Global Allocation Collective Fund 400 Howard Street San Francisco, CA 94105 | Common Shares | 968 |
| Blackrock Global Allocation Fund AUST 1 Univ. Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 5,735 |
| Blackrock Global Allocation Fund Aust Level 26 101 Collins Street Melbourne Australia VIC 3000 00000 | Common Shares | 1,548 |
| Blackrock Global Allocation Fund, Inc. 225 W Wacker Dr., Suite 1000 Chicago, IL 60606 | Common Shares | 93,042 |
| Blackrock Global Allocation Fund. Inc. Attn: Ariana Berry 1 Univ. Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 344,621 |
| Blackrock Global Allocation Port of The Blackrock Series Fund. Inc. 1 Univ. Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 1,733 |
| Blackrock Global Allocation Portfolio of The Blackrock Series Fund Inc. 100 Bellevue Parkway Wilmington, DE 19809 | Common Shares | 468 |
| Blackrock Global Allocation VI Fund of The Blackrock VAR Series FD Inc. 1 Univ. Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 61,550 |
| Blackrock Global Allocation VI Fund of Blackrock Variable Series Funds Inc. 100 Bellevue Parkway Wilmington, DE 19809 | Common Shares | 16,618 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Blackwell Partners LLC - Series A c/o Mudrick Capital Management LP Attn: Jason Mudrick 527 Madison Avenue, 6th Floor New York, NY 10022 | Common Shares | 506,609 |
| BLLC 2013-I ETB, Inc. c/o Barings LLC Attn: Bryan High 300 S. Tryon Street, Suite 2500 Charlotte NC 28202 | Common Shares | 8,725 |
| BOC Pension Investment Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 7,051 |
| BOC Pension Investment Fund c/o Invesco Senior Secured Management Inc. 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 1,784 |
| BofA Securities Inc. Attn: Information Manager 214 North Tryon Street NC1-027-14-01 Charlotte, NC 28255 | Common Shares | 40,928 |
| Boston Patriot Batterymarch St. LLC c/o Mudrick Capital Management LP 527 Madison Avenue, 6th Floor New York, NY10022 | Common Shares | 662,456 |
| Brandon DeWolfe REDACTED | Common Shares | 1,500 |
| Brian Logan REDACTED | Common Shares | 761 |
| Brighthouse Funds Trust I c/o Eaton Vance Management 2 International Place, 9th Floor Boston, MA 02110 | Common Shares | 7,445 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Brown University 375 Park Avenue, 33rd Floor New York, NY 10152 | Common Shares | 253,468 |
| Brown University Attn: Daniel Mccollum 121 South Main Street, 9th Floor Providence, RI 02903 | Common Shares | 419,005 |
| Brown University - Sound Point Attn: Marc Sole 375 Park Avenue, 25th Floor New York, NY 10152 | Common Shares | 68,433 |
| C.M. Life Insurance Company 500 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 1,603 |
| California Street CLO IX Limited Partnership LP 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 4,817 |
| California Street CLO IX Tax Subsidiary Ltd. P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 21,834 |
| California Street CLO XII Tax Subsidiary Ltd P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 17,848 |
| California Street CLO XII, Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 3,937 |
| CENT CLO 19 Limited c/o Columbia Mgmt. Invest Advise LLC 100 N. Sepulveda Blvd., Ste. 650 El Segundo, CA 90245 | Common Shares | 2,321 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013 | Common Shares | 1,637 |
| City of New York Group Trust Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 183,288 |
| CM Life Insurance Co. Attn: Kimberly Atkinson 550 S. Tryon Street, Suite 3300 Charlotte, NC 28202 | Common Shares | 394 |
| Columbia Floating Rate Fund, A Series of Columbia Funds Trust II 100 N. Sepulveda Blvd., Suite 650 El Segundo, CA 90245 | Common Shares | 68,952 |
| Columbia Strategic Income Fund, A Series of Columbia Funds Series TR I 100 N. Sepulveda Blvd., Suite 650 El Segundo, CA 90245 | Common Shares | 8,596 |
| Columbia VAR Portfolio Strat Income FD A Series of Columbia Funds VAR INS TR 100 N. Sepulveda Blvd., Suite 650 El Segundo, CaA90245 | Common Shares | 8,596 |
| Crown Managed Accounts SPC Acting for and on Behalf of Crown/BA SP 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 50,149 |
| Crown Managed Accounts SPC Acting for and on Behalf of Crown/BA 2 SP 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 14,216 |
| Crown Point CLO III, Ltd. 1 Canterbury Green, 8th Floor 201 Broad Street Stamford, CT 06901 | Common Shares | 1,850 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| David B. Buddrus REDACTED | Common Shares | 225 |
| David Richard Pfister REDACTED | Common Shares | 150 |
| DB TR Co Americas as Cust for HLAF 2014-1 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 14,796 |
| Diversified Credit Portfolio Ltd Attn: Matt Carlson 3500 Lacey Road, Ste.700 Downers Grove, IL 60515-5456 | Common Shares | 9,721 |
| Diversified Credit Portfolio Ltd. c/o Invesco Senior Secured Mgmt. Inc. 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 2,334 |
| Diversified Real Asset CIT Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 268 |
| Douglas MaCafee REDACTED | Common Shares | 500 |
| Eaton Vance CLO 2013-1 Ltd. c/o Eaton Vance Management Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 2,110 |
| Eaton Vance Floating Rate Income Plus Fund Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 1,745 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Eaton Vance Floating Rate Portfolio c/o Eaton Vance Management Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 273,160 |
| Eaton Vance Floating-Rate Income Plus Fund Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 403 |
| Eaton Vance Floating-Rate Income Trust c/o Eaton Vance Management Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 19,189 |
| Eaton Vance Institutional Senior Loan Fund Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 117,420 |
| Eaton Vance International (Cayman Islands) Flt Rate Income Port Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 2,203 |
| Eaton Vance International Cayman Islands Floating Rate Income Portfolio Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 9,539 |
| Eaton Vance Limited Duration Income Fund Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 10,085 |
| Eaton Vance Senior Floating-Rate Trust c/o Eaton Vance Management Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 19,189 |
| Eaton Vance Senior Income Trust c/o Eaton Vance Management Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 9,594 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Eaton Vance VT Floating-Rate Income Fund Two International Place, 9th Floor Boston, MA 02110 | Common Shares | 5,122 |
| Eugene S. Wissinger REDACTED | Common Shares | 225 |
| Eversource Retirement Plan Master c/o Halcyon Loan Management LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 22,831 |
| Eversource Retirement Plan Master TR 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 115,155 |
| Fieldwood Management LLC c/o Thomas R. Lamme 2000 W. Sam Houston Pkwy South, Suite 1200 Houston, TX 77042 | Common Shares | 1,528 |
| First Trust Senior Floating Rate Income Fund II 120 E. Liberty Drive, Suite 400 Wheaton, IL 60187 | Common Shares | 3,699 |
| Florida Power & Light Company c/o Eaton Vance Management 2 International Place, 9th Floor Boston, MA 02110 | Common Shares | 5,333 |
| Franciscan Alliance Inc. c/o Halcyon Loan Mngmt. LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 23,797 |
| G.M. McCarroll REDACTED | Common Shares | 466,700 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Gary G. Janik REDACTED | Common Shares | 35,978 |
| Gary Mitchell REDACTED | Common Shares | 2,500 |
| General Organization for Social Insurance 333 S. Grand Avenue, 28th Floor Los Angeles, CA 90071 | Common Shares | 10,755 |
| General Organization for Social Insurance Oaktree 333 So. Grand Ave., 28th Floor Los Angeles, CA 90071 | Common Shares | 2,904 |
| Government of Guam Retirement Fund 725 South Figueroa Street, 39th Floor Los Angeles, CA 90017 | Common Shares | 2,195 |
| Government of Guam Retirement Fund c/o Hotchkis & Wiley Capital Management 601 S Figueroa St., Ste. 3900 Los Angeles, CA 90017 | Common Shares | 593 |
| Halcyon FWE DE LLC 477 Madison Avenue 9th Floor New York, NY 10022 | Common Shares | 1,264,110 |
| Halcyon FWE DE LLC c/o Matt Seltzer 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 18,412 |
| Halcyon FWE DE LLC Attn: Halcyon Loan Management LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 238,693 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Halcyon FWE DE LLC 477 Madison Avenue, 8th Floor New York, NY 10022 | Common Shares | 13,491 |
| Halcyon FWE DE LLC c/o Halcyon Asset Management LP 477 Madison Avenue, 8th Floor New York, NY 10022 | Common Shares | 1,645 |
| Halcyon FWE LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 1,101,573 |
| Halcyon FWE LLC Attn: Halcyon Loan Management LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 211,910 |
| Halcyon FWE LLC c/o Matt Seltzer 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 5,423 |
| Halcyon FWE LLC c/o Halcyon Asset Management LP 477 Madison Avenue, 8th Floor New York, NY 10022 | Common Shares | 382 |
| Halcyon Loan Trading Fund LLC Attn: Halcyon Loan Management LLC 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 159,247 |
| Halcyon Loan Trading Fund LLC c/o Matt Seltzer 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 208,115 |
| HFRO SUB, LLC 300 Crescent Ct., Suite 700 Dallas, TX 75201 | Common Shares | 30,277 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Highland CLO Funding, Ltd. 300 Crescent Ct., Suite 700 Dallas, TX 75201 | Common Shares | 118,614 |
| Highland Floating Rate Opportunities Fund 300 Crescent Ct., Suite 700 Dallas, TX 75201 | Common Shares | 137,142 |
| Hotchkis and Wiley Capital Income Fund 725 South Figueroa Street, 39th Floor Los Angeles, CA 90017 | Common Shares | 1,461 |
| Hotchkis and Wiley Capital Income Fund c/o Hotchkis and Wiley Capital Mgmt. 601 S. Figueroa St., Ste. 3900 Los Angeles, CA 90017 | Common Shares | 395 |
| Hotchkis and Wiley High Yield Fund 725 South Figueroa Street, 39th Floor Los Angeles, CA 90017 | Common Shares | 111,241 |
| Hotchkis and Wiley High Yield Fund c/o Hotchkis and Wiley Capital Mgmt. 601 S Figueroa St., Ste. 3900 Los Angeles, CA90017 | Common Shares | 30,033 |
| Invesco BL Fund, Ltd Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 418 |
| Invesco BL Fund, Ltd. c/o Invesco Senior Secured Mgmt. Inc. 1166 Ave of Americas, 26th Floor New York, NY 10036 | Common Shares | 106 |
| Invesco Credit Partners Fund A LP c/o Invesco Private Capital Inc. 1166 Avenue of The Americas, 26th Floor New York, NY 10036 | Common Shares | 14,556 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Invesco Credit Partners Fund LP c/o Invesco Private Capital Inc. 1166 Avenue of The Americas, 26th Floor New York, NY 10036 | Common Shares | 137,274 |
| Invesco Credit Partners Fund-A LP 1166 Avenue of The Americas, 26th Floor New York, NY 10036 | Common Shares | 83,170 |
| Invesco Dynamic Credit Opportunities Fund 1166 Ave of Americas, 26th Floor New York, NY 10036 | Common Shares | 9,210 |
| Invesco Dynamic Credit Opportunity Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 36,438 |
| Invesco Floating Rate Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 53,244 |
| Invesco Floating Rate Fund 11 Greenway Plaza, Ste. 1000 Houston, TX 77046 | Common Shares | 14,375 |
| Invesco Floating Rate Income Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 4,829 |
| Invesco Floating Rate Income Fund 5140 Yonge Street, Suite 800 Toronto ON Canada M2N 617 00000 | Common Shares | 1,304 |
| Invesco Gemini US Loan Fund LLC Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 3,122 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Invesco Gemini US Loan Fund LLC 1166 Avenue of The Americas New York, NY 10036 | Common Shares | 843 |
| Invesco Senior Income Trust Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 25,806 |
| Invesco Senior Income Trust Two Peachtree Pointe 1555 Peachtree, Suite 1800 Atlanta, GA 30329 | Common Shares | 6,967 |
| Invesco Senior Loan Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 18,762 |
| Invesco Senior Loan Fund Two Peachtree Pointe 1555 Peachtree, Suite 1800 Atlanta, GA 30329 | Common Shares | 5,065 |
| Invesco SSL Fund LLC Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 9,936 |
| Invesco SSL Fund LLC 17584 Laurel Park Drive North Livonia, MI 48152 | Common Shares | 2,683 |
| Invesco WLR Credit Partners Fund, L.P. 1166 Avenue of The Americas, 25th Floor New York, NY 10036 | Common Shares | 39,796 |
| Invesco WLR Credit Partners Fund, LP Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 129,451 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Invesco WLR Credit Partners Fund-A L.P. 75 Fort Street, P.O. Box 1350 George Town Grand Cayman KY1-1 | Common Shares | 28,330 |
| Invesco WLR Credit Partners Fund-A, LP c/o Eterra Trust (Cayman) Limited Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 80,284 |
| Invesco Zodiac Funds Invesco Global Senior Loan Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 253 |
| Invesco Zodiac Funds Invesco US Senior Loan Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 224,513 |
| Invesco Zodiac Funds - Invesco European Senior Loan Fund Presidents Building 37A Avenue JF Kennedy Luxembourg L-1855 00000 | Common Shares | 7,901 |
| Invesco Zodiac Funds - Invesco Global Senior Loan Fund 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 67 |
| Invesco Zodiac Funds Invesco European Senior Loan Fund Attn: Matt Carlson 3500 Lacey Road, Ste. 7000 Downers Grove, IL 60515-5456 | Common Shares | 29,263 |
| Invesco Zodiac Funds-Invesco US Senior Loan Fund 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 58,346 |
| James Brysch REDACTED | Common Shares | 11,250 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| James Patrick Eiland REDACTED | Common Shares | 333 |
| Jefferies LLC 101 Hudson St., 11th Floor Jersey City, NJ 07302 | Common Shares | 1,683 |
| JLP Credit Opportunity IDF Series Interests of The Sali Multi-Series Fund L.P. 420 Lexington Avenue, Suite 2040 New York, NY 10170 | Common Shares | 33,444 |
| JLP Credit Opportunity Master Fund Ltd c/o Phoenix Investment Adviser LLC 420 Lexington Avenue, Suite 2040 New York, NY 10170 | Common Shares | 54,365 |
| JLP Credit Opportunity Master Fund Ltd. Attn: Robert Beck/Loan Settlements 420 Lexington Avenue, Suite 2040 New York, NY 10170 | Common Shares | 34,926 |
| JNL Blackrock Global Allocation Fund 225 W Wacker Dr., Suite 1000 Chicago, IL 60606 | Common Shares | 4,084 |
| JNL/ Blackrock Global Attn: Ariana Berry 1 Univ. Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 15,126 |
| John H. Smith REDACTED | Common Shares | 37,500 |
| John P. Seeger REDACTED | Common Shares | 37,500 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| John Pritchett REDACTED | Common Shares | 5,625 |
| John W. Deck REDACTED | Common Shares | 333 |
| Kaiser Foundation Hospitals Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 16,980 |
| Kaiser Foundation Hospitals c/o Invesco Senior Secured Mgmt. Inc. 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 4,186 |
| Kaiser Permanente Group Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 8,860 |
| Kaiser Permanente Group Trust c/o Invesco Senior Secured Mgmt. Inc. 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 2,250 |
| Kapitalforeningen Investin Pro US Leveraged Loans I 1166 Avenue of Americas, 26th Floor New York, NY 10036 | Common Shares | 3,506 |
| Kapitalforeningen Investin Pro. US Leveraged Loans I Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 13,705 |
| Kelly Frazier REDACTED | Common Shares | 5,625 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Kenneth W. Bramlett REDACTED | Common Shares | 333 |
| LVIP Blackrock Global Allocation Fund c/o Blackrock Advisors LLC Attn.: David Clayton & Ariana Berry 1 University Square Princeton, NJ 08540 | Common Shares | 8,468 |
| Mark Magner REDACTED | Common Shares | 351 |
| Mark R. Mozell REDACTED | Common Shares | 11,250 |
| Mary L. Kaiser REDACTED | Common Shares | 225 |
| Massachusetts Mutual Life Insurance Company 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 14,940 |
| MassMutual Premier Funds on Behalf of MassMutual Premier High Yield Fund 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 44,668 |
| MassMutual Premier High Yield Fund Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 10,960 |
| MassMutual Select Blackrock Global Allocation Fund 1 Univ. Square Dr., Mail Stop: Pr2-4w-C Princeton, NJ 08540 | Common Shares | 4,052 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| MassMutual Select Blackrock Global Allocation Fund 1295 State Street Springfield, MA 01111 | Common Shares | 1,094 |
| Menard Inc. 5101 Menard Drive Eau Claire, WI 54703 | Common Shares | 6,675 |
| Menard, Inc. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 1,460 |
| Mercer QIF Fund PLC Mercer Investment Fund 1 420 Lexington Avenue, Suite 2040 New York, NY 10170 | Common Shares | 100,710 |
| Mercer QIF Fund PLC Attn: Jason Mudrick 527 Madison Avenue, 6th Floor New York, NY 10022 | Common Shares | 73,409 |
| Mercer QIF Fund PLC - Mercer Investment Fund 1 420 Lexington Avenue, Suite 2040 New York, NY 10170 | Common Shares | 20,441 |
| Mercer QIF Fund PLC. 527 Madison Avenue, 6th Floor New York, NY 10022 | Common Shares | 231,057 |
| MFP Partners, L.P. 909 3rd Avenue, Floor 33 New York, NY 10022-4992 | Common Shares | 283,621 |
| Michael Clark REDACTED | Common Shares | 375 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|----------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Michael Dane REDACTED | Common Shares | 90,000 |
| Michael Greenspoon REDACTED | Common Shares | 750 |
| MJX Asset Management LLC 12 East 49th Street, 38F New York, NY 10017 | Common Shares | 2,775 |
| MML Series Investment Fund II on Behalf of MML High Yield Fund 300 S. Tryon, Suite 2500 Charlotte, NC 28202 | Common Shares | 13,011 |
| MML Series Investment Fund II Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, C 28202 | Common Shares | 3,193 |
| Mudrick Distressed Opportunity Drawdown Fund, LP 527 Madison Avenue, 6th Floor New York, NY 10022 | Common Shares | 583,967 |
| Mudrick Distressed Opportunity Fund Global LP 527 Madison Avenue, 6th Floor New York, NY 10022 | Common Shares | 1,399,769 |
| Mudrick Distressed Opportunity Specialty Fund L.P. 527 Madison Avenue, 6th Floor New York, NY 10022 | Common Shares | 131,372 |
| Municipal Employees Annuity and Benefit Fund of Chicago 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 626 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Municipal Employees' Annuity and Benefit Fund of Chicago 321 North Clark Street, Suite 700 Chicago, IL 60654 | Common Shares | 2,861 |
| National Elevator Industry Pension Plan 725 South Figueroa Street, 39th Floor Los Angeles, CA 90017 | Common Shares | 4,097 |
| Nexpoint Credit Strategies Fund Attn: Hunter Covitz 300 Crescent Court, Suite 700 Dallas, TX 75201 | Common Shares | 368,680 |
| Nuveen Credit Strategies Income Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 49,247 |
| Nuveen Credit Strategies Income Fund Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 10,775 |
| Nuveen Diversified Dividend and Income Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 2,062 |
| Nuveen Diversified Dividend and Income Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 451 |
| Nuveen Floating Rate Income Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 13,997 |
| Nuveen Floating Rate Income Fund Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 3,063 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Nuveen Floating Rate Income Opportunity Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 14,441 |
| Nuveen Floating Rate Income Opportunity Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 3,160 |
| Nuveen Senior Income Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 7,562 |
| Nuveen Senior Income Fund Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 1,655 |
| Nuveen Short Duration Credit Opportunities Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 7,794 |
| Nuveen Short Duration Credit Opportunities Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 1,705 |
| Nuveen Symphony Credit Opportunities Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 15,582 |
| Nuveen Symphony Credit Opportunities Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 3,409 |
| Nuveen Symphony Floating Rate Income Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 20,328 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Nuveen Symphony Floating Rate Income Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 4,447 |
| Nuveen Tax Advantaged Total Return Strategy Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 451 |
| Nuveen Tax-Advantaged Total Return Strategy Fund 333 West Wacker Drive Chicago, IL 60606 | Common Shares | 2,062 |
| Partners Capital Osprey Fund, L.P. Halcyon Energy Loan Series 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 24,192 |
| Partners Capital Phoenix Fund II Ltd. Diversified Income Fund 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 173,843 |
| Paul Gluth REDACTED | Common Shares | 21,956 |
| Paul Wilen REDACTED | Common Shares | 129 |
| Pension danmark Pensionsforsikringsaktieselskab 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 3,155 |
| Pension danmark Pensionsforsikringsaktieselskab Langelinie Alle 43 Copenhagen Denmark DK-2100 00000 | Common Shares | 14,418 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|---------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Principal Diversified Real Asset IT c/o Principal Global Investors TR Co. 1300 SW Fifth Avenue, Ste. 3300 Portland, OR 97201 | Common Shares | 1,223 |
| Principal Funds Inc. – Diversified Real Asset Fund 711 High Street Des Moines, IA 50392 | Common Shares | 13,564 |
| Principal Funds Inc. – Diversified Real Asset Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 2,968 |
| REL Batavia Partnership LP Attn: Peter Haskopoulos 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 150,899 |
| REL US Partnership LLC Attn: Peter Haskopoulos 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 103,338 |
| Richard H. Gartner REDACTED | Common Shares | 225 |
| Richard Haralson REDACTED | Common Shares | 1,383 |
| Riverstone Energy V FW Partnership (Cayman) LP 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 382,468 |
| Riverstone Energy V FW II Holdings-D LP 712 Fifth Avenue, 19th Floor New York, NY 10019 | Common Shares | 1,964,581 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Riverstone Energy V RCO Investment Partnership LP 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 58,112 |
| Riverstone Energy VFW II Holdings, LP Attn: Peter Haskopoulos 712 Fifth Avenue, 19th Floor New York, NY 10019 | Common Shares | 9,895,868 |
| Riverstone Fieldwood Partners - B, L.P. Attn: Peter Haskopoulos 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 113,035 |
| Riverstone Fieldwood Partners LP Attn: Peter Haskopoulos 712 5th Avenue 19th Floor New York, NY 10019 | Common Shares | 1,339,205 |
| Riverstone Global Energy and Power Fund V (FT) LP 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 648,409 |
| Riverstone Global Energy and Power Fund V AIV-A LP 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 81,125 |
| Riverstone Global Energy and Power Fund V AIV-B LP 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 17,395 |
| Riverstone V FW Coinvest Holdings LP 712 Fifth Avenue, 19th Floor New York, NY 10019 | Common Shares | 53,411 |
| Riverstone V FW Holdings Sub LLC Attn: Peter Haskopoulos 712 5th Avenue, 19th Floor New York, NY 10019 | Common Shares | 73,472 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Robert Moore REDACTED | Common Shares | 375 |
| Robert Sergesketter REDACTED | Common Shares | 4,416 |
| Roche U.S. Retirement Plan Master Trust 300 S. Tryon Street, Suite 2500 Charlotte, NC 28202 | Common Shares | 14,079 |
| Rock Bluff Strategic Fixed Income Partnership LP 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 64,738 |
| San Diego County Employees Retirement Association 725 South Figueroa Street, 39th Floor Los Angeles, CA 90017 | Common Shares | 13,012 |
| San Diego County Employees Retirement Association Hotchkis & Wiley Capital Mgmt. LLC 725 South Figueroa St., 39th Floor Los Angeles, CA 90017 | Common Shares | 3,513 |
| Santa Barbara County Employees' Retirement System LLC 725 South Figueroa St., 39th Floor Los Angeles, CA 90017 | Common Shares | 3,603 |
| SCOF-2 Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 1,425 |
| SCOF-2 Tax Subsidiary, Ltd. P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 6,461 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Scott Schmidt REDACTED | Common Shares | 1,500 |
| Senior Debt Portfolio c/o Eaton Vance Management 2 International Place, 9th Floor Boston, MA 02110 | Common Shares | 109,481 |
| Sentry Insurance A Mutual Company Attn: Matt Carlson 3500 Lacey Road, Ste. 700 Downers Grove, IL 60515-5456 | Common Shares | 5,786 |
| Sentry Insurance A Mutual Company c/o Invesco Senior Secured Mgmt. Inc. 1166 Ave of Americas, 26th Floor New York, NY 10036 | Common Shares | 1,465 |
| Simon Charitable Private LLC Attn: Joe Cary 1000 Lakeside Avenue Cleveland, OH 44114 | Common Shares | 13,567 |
| Simon Marketable LP Attn: Joe Cary 1000 Lakeside Avenue Cleveland, OH 44114 | Common Shares | 13,567 |
| South Carolina Retirement Systems Group Trust Attn: K. Atkinson 300 S. Tryon Street, Ste. 2500 Charlotte, NC 28202 | Common Shares | 18,704 |
| Stuart Douglas Lunn REDACTED | Common Shares | 225 |
| Symphony CLO V, Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 4,013 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Symphony CLO XIV Tax Subsidiary Ltd. P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 17,848 |
| Symphony CLO XIV, Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 3,937 |
| Symphony CLO XV Tax Subsidiary Ltd. P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 4,192 |
| Symphony CLO XV, Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 925 |
| Symphony CLO XVI Tax Subsidiary Ltd. P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 4,192 |
| Symphony CLO XVI, Ltd. Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 925 |
| Symphony CLO XVII Tax Subsidiary Ltd. P.O. Box 1093 Queensgate House, South Church Street George Town Grand Cayman Cayman Islands KY1-1 | Common Shares | 4,192 |
| Symphony CLO XVII, Ltd Attn: James Kim 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 925 |
| Symphony Floating Rate Senior Loan Fund 181 Bay Street, Suite 2930 Toronto ON Canada MSJ 2T3 00000 | Common Shares | 4,138 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Symphony Floating Rate Senior Loan Fund 555 California Street, Suite 3100 San Francisco, CA 94104 | Common Shares | 905 |
| Teachers' Retirement Allowances Fund Attn: Kimberly Atkinson 300 S. Tryon Street, Ste. 25000 Charlotte, NC 28202 | Common Shares | 28,161 |
| Texas County and District Retirement System 725 South Figueroa Street, 39th Floor Los Angeles, CA 90017 | Common Shares | 2,896 |
| The BNY Mellon Tr. Co., NA as Cust for HLAF 2012-1 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 7,398 |
| The BNY Mellon Tr. Co., NA as Cust for HLAF 2012-2 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 7,953 |
| The Event Driven Credit (Master) Fund Ltd. c/o Blue Boy Asset Management LLP 77 Grosvenor Street London W1K 3JR | Common Shares | 10,000 |
| Thomas R. Lamme REDACTED | Common Shares | 15,000 |
| Transam Blackrock Global Alloc. VP of Transam Series TR 1 Univ, Square Dr., Mail Stop: PR2-4W-C Princeton, NJ 08540 | Common Shares | 7,771 |
| U.S. Bank NA as Cust for HLAF 2013-1 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 1,030 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| U.S. Bank NA as Cust for HLAF 2013-2 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 5,549 |
| U.S. Bank NA as Cust for HLAF - 2014-3 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 19,354 |
| U.S. Bank NA as Cust. for HLAF 2014-2 Blocker Subsidiary IV Ltd. 477 Madison Avenue, 9th Floor New York, NY 10022 | Common Shares | 1,850 |
| University of Dayton c/o Hotchkis & Wiley Capital Mgmt. LLC 601 S. Figueroa St., Ste. 3900 Los Angeles, CA 90017 | Common Shares | 2,240 |
| Valcour Credit Income Partners Master Fund Ltd. 810 Seventh Avenue, 24th Floor New York, NY 10019 | Common Shares | 67,640 |
| Venture VII CDO Limited Attn: Credit Contact 12 East 49th Street, 29th Floor New York, NY 10017 | Common Shares | 1,850 |
| Venture XII CLO, Limited Attn: Credit Contact 12 East 49th Street, 29th Floor New York, NY 10017 | Common Shares | 925 |
| Venture XIII CLO, Limited Attn: Credit Contact 12 East 49th Street, 29th Floor New York, NY 10017 | Common Shares | 925 |
| Venture XIV CLO Limited Attn: Credit Contact 12 East 49th Street, 29th Floor New York, NY 10017 | Common Shares | 1,850 |

| Name and Last Known Address or Place of Business of Holder | Kind of Interests | Number of Interests Held |
|-----------------------------------------------------------------------------------------------------------|-------------------|--------------------------|
| Venture XVI CLO, Limited Attn: Credit Contact 12 East 49th Street, 29th Floor New York, NY 10017 | Common Shares | 3,699 |
| Venture XVII CLO Limited Attn: Credit Contact 12 East 49th Street, 29th Floor New York, NY 10017 | Common Shares | 1,822 |
| Virtu Americas LLC One Liberty Plaza 165 Broadway, 5th Floor New York, NY 10006 | Common Shares | 3,039 |
| William B. Swingle REDACTED | Common Shares | 11,250 |
| TOTAL | | 30,775,290 |

Fill in this information to identify the case:

Debtor name: Fieldwood Energy Inc.
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/03/2020
 MM / DD /YYYY

x

/s/ Mike Dane
 Signature of individual signing on behalf of debtor

Mike Dane
 Printed name

Senior Vice President and Chief Financial Officer
 Position or relationship to debtor